FILED JOHN M. McCOY III, Cal. Bar No. 166244 1 E-mail: mccoyj@sec.gov 2009 NOV 19 AM 9: 25 ALKA N. PATEL, Cal. Bar No. 175505 2 E-mail: patelal@sec.gov CLERK US DOLL OF GOUNT SOUTHERN DISTRICT OF CALIFORNIA DAVID S. BROWN, Cal. Bar No. 134569 3 E-mail: brownday@sec.gov 4 Securities and Exchange Commission Rosalind R. Tyson, Regional Director 5 Michele Wein Layne, Associate Regional Director 5670 Wilshire Boulevard, 11th Floor 6 Los Angeles, California 90036 Telephone: (323) 965-3998 7 Facsimile: (323) 965-3908 8 9 UNITED STATES DISTRICT COURT 10 SOUTHERN DISTRICT OF CALIFORNIA 11 '09 CV 2610 JM POR SECURITIES AND EXCHANGE Case No. 12 COMMISSION, COMPLAINT FOR VIOLATIONS OF 13 THE FEDERAL SECURITIES LAWS Plaintiff, 14 VS. 15 SHIDAAL EXPRESS, INC. and MOHAMUD ABDI AHMED, 16 Defendants: 17 18 19 20 21 22 23 24 25 26 27 28

Plaintiff Securities and Exchange Commission ("Commission") alleges as follows:

JURISDICTION AND VENUE

- 1. The Court has jurisdiction over this action pursuant to Sections 20(b), 20(d)(1) and 22(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§ 77t(b), 77t(d)(1) & 77v(a), and Sections 21(d)(1), 21(d)(3)(A), 21(e) and 27 of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §§ 78u(d)(1), 78u(d)(3)(A), 78u(e), and 78aa. The Defendants have, directly or indirectly, made use of the means or instrumentalities of interstate commerce, of the mails, or of the facilities of a national securities exchange in connection with the transactions, acts, practices and courses of business alleged in this Complaint.
- 2. Venue is proper in this district pursuant to Section 22(a) of the Securities Act, 15 U.S.C. § 77v(a), and Section 27 of the Exchange Act, 15 U.S.C. § 78aa, because certain of the transactions, acts, practices, and courses of conduct constituting the violations alleged herein occurred within this district, the entity defendant is located in this district, and the individual defendant resides in this district.

SUMMARY

3. This action has been filed to halt an ongoing securities fraud scheme targeting members of the Somali immigrant community who live in San Diego, Seattle, and elsewhere. Since at least 2006, Defendant Mohamud Abdi Ahmed ("Ahmed") has raised at least \$3 million from over 40 investors – including \$200,000 from a San Diego mosque – for his purported stock trading and financial services business operated through Defendant Shidaal Express, Inc. ("Shidaal Express"). Ahmed made false promises of exorbitant returns of 5% per month – or 60% per year – claiming that for each \$10,000 investment made by an investor, the investor would receive \$500 a month. Ahmed represented he would generate those returns from trading stocks and there was no risk of loss. Ahmed told investors their money was safe and he had a history of good results. Ahmed promised investors, many of whom invested in cash or cashier's checks, he would repay their principal at any time upon their request. Investors initially received some of the purported monthly returns, many of which were paid in cash, but Ahmed ceased making these payments late last year. Since Ahmed stopped paying monthly returns, he has been

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lulling investors with false promises of repayment of principal and/or falsely claiming that he could not repay them because the government had seized his assets. Several investors invested their life's savings with Ahmed because others in the Somali community had invested with Ahmed, received promised returns, and trusted him.

- 4. Ahmed also solicited money for his money transfer business and made misrepresentations to investors about the use of investor proceeds. Ahmed claimed he was raising money to obtain a money transfer license, but actually was trying to buy an interest in another money transfer company. Ahmed's purchase of that interest was unsuccessful. Ahmed misappropriated investors' funds by claiming to sell them shares in his money transfer business, but investors who received Shidaal Express stock certificates do not appear on a list of Shidaal Express shareholders Ahmed prepared.
- 5. Shidaal Express continues to maintain a website which touts the company's stock trading business and, as recently as November 9, 2009, a sign posted outside a Shidaal Express store in San Diego advertises "Investment Opportunities."
- 6. The Defendants, by engaging in the conduct described in this Complaint, have violated, and unless enjoined will continue to violate, the antifraud provisions of the federal securities laws.

THE DEFENDANTS

- 7. **Mohamud Abdi Ahmed**, age 45, is a resident of Spring Valley, California. Ahmed is the CEO, president, secretary, chairman and founder of Shidaal Express. Ahmed does not hold any securities licenses and is not registered as or associated with an investment adviser.
- 8. **Shidaal Express, Inc.** is a California corporation located in San Diego, California. It was also incorporated in Minnesota and Washington state. It is not registered with the Commission in any capacity and it has not registered any offering of its securities under the Securities Act or a class of securities under the Exchange Act. Shidaal Express is controlled by Ahmed.

FACTS

The Defendants Operate a Fraudulent Scheme

Background

- 9. Ahmed formed Shidaal Express in 2006 to provide check-cashing, money transfer, and other similar services for the Somali immigrant community. Shidaal Express operates stores in the San Diego area and may operate in other cities with large Somali communities. Since 2007, Shidaal Express has been registered as a Money Service Business by the U.S. Treasury Department's Financial Crimes Enforcement Network. Certain business listings on the Internet describe Shidaal Express as a "one stop convenience center for all bill pays, money orders, money wirings, check cashing and prepaid debit cards." Among the services touted on a sign at one Shidaal Express storefront in San Diego is: "Investment Opportunities." This sign was visible as recently as November 9, 2009.
- 10. Shidaal Express currently maintains a website, www.shidaal.com, which is registered to Ahmed and another company he controls. The website does not reference Shidaal Express' money transfer services and provides no relevant information about the company or its operations other than listing Ahmed as its chairman and CEO. Instead, the website provides stock recommendations, daily stock forecasts, and other information about stock trading. Specifically, the website shows "Daily Real Time Trades" and invites the viewer to "Come here and watch our real time trades." The website claims to serve "The Happiest Customers" and invites viewers to register for the site to receive "email notification updates" and other things that are password protected. The website contains a lengthy "Disclaimer" claiming it is not involved in investment advisory and securities-related activities under the federal securities laws.

Ahmed's Investment Scheme

11. Since at least 2006, Ahmed has raised at least \$3 million from more than 40 investors in the Somali immigrant community in San Diego, Seattle, and elsewhere. Several investors knew of Ahmed through a mosque in San Diego, which itself invested \$200,000 with Ahmed. Ahmed directly solicited some investors including giving presentations to prospective investors at a hotel near the Seattle-Tacoma airport in 2008. Ahmed offered to pay \$500

commission to existing investors for each new investor they referred. Other investors approached Ahmed by referral from existing investors or through word of mouth in the Somali community.

- 12. Ahmed promised investors a guaranteed 5% monthly return (i.e., 60% annually), payable on a monthly basis. Ahmed claimed he generated returns from stock trading. Ahmed touted his prior education and experience as a stock trader and claimed he had never lost any money. Ahmed insisted on investments in increments of \$10,000, which he told some investors could only be made in cash. Ahmed assured investors they could request the money back at any time.
- 13. Several investors invested their life's savings with Ahmed because others in the Somali community had invested with him, they said they received promised returns, and they said they trusted him. Investors often invested in cash or with cashier's checks.
- 14. Ahmed did not give investors any documents about the investment before they invested. Ahmed did not provide any documents or receipts to acknowledge investments.

 Ahmed did not provide investors with any account statements. Until late 2008, investors received monthly returns usually in cash or in some cases through payments to relatives.
- 15. The Defendants had securities brokerage accounts, most of them in Ahmed's own name, which were used to engage in risky securities trading strategies that do not appear to have generated profits sufficient to pay investors the returns of 5% per month promised by Ahmed.
- 16. Ahmed also solicited funds for his money transfer business. Ahmed represented to at least one investor in 2008 that he needed to raise \$1.2 million to obtain a license for his money transfer business, claiming to have already raised \$600,000. In those instances, Ahmed promised to issue shares of Shidaal Express exchange for investor funds. In other instances, however, Ahmed simply rolled-over investors' prior investments into Shidaal Express without their consent. For example, an investor who previously invested \$10,000 for the 5% monthly return later invested \$40,000 to acquire shares of Shidaal Express and \$30,000 for another separate investment. Ahmed, however, gave the investor a stock certificate for the entire \$70,000 investment, even though \$10,000 had been made for the fixed-return investment. The

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investor neither consented to the rollover nor received any meaningful response when he questioned Ahmed about it. Ahmed rolled-over other investors in a similar fashion.

17. In late 2007 the Defendants sought to acquire a 49% interest in a San Diego-area money transfer company licensed by the California Department of Financial Institutions ("DFI"). As part of the transaction, Shidaal Express agreed to make a capital contribution in excess of \$500,000 into that company, which filed an application with the DFI to seek approval of the transaction. DFI conditionally approved the transaction in late 2008, and required Shidaal Express to make a \$500,000 capital contribution. Shidaal Express failed to make this contribution. On July 1, 2009, DFI terminated its approval of the transaction.

Fraudulent Misrepresentations and Omissions

- 18. Ahmed, who has never been licensed as a securities professional, orally promised investors guaranteed 5% per month, or 60 % annual, returns on their investment. Although he initially paid the promised returns, Ahmed stopped making these payments in late 2008. Despite investors' repeated requests that Ahmed honor his promises, he has failed to pay them any returns.
- 19. Ahmed promised investors that he would repay their principal at any time upon request. Although investors have demanded return of their principal, since late 2008, Ahmed has failed to return their funds. Instead, Ahmed has lulled investors into believing that their investments are safe. To pacify some investors, Ahmed made small payments by check, which were returned for insufficient funds. Ahmed misrepresented to several investors that he could not repay them because the government had seized his assets. Ahmed threatened some investors who were inclined to cooperate with the FBI by telling them that he and his associates had a lot of "money and power." In another instance, from April to July 2009, Ahmed tried to extract even more money from one unemployed investor by falsely promising him a position in a new Shidaal Express location in San Jose, California, in exchange for additional funds. At least two investors have retained an attorney and threatened to file a lawsuit against Ahmed. Ahmed told several investors if they sued, they would get nothing.
 - 20. Ahmed misused investor funds raised for the money transfer business. Ahmed

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gave certain investors Shidaal Express stock certificates, but these investors do not appear do not appear as shareholders on documents prepared by the Defendants. This shareholder list, updated as of May 12, 2009, purportedly included the names and ownership interests of all Shidaal Express shareholders, but at least three investors who received Shidaal Express stock certificates from Ahmed before May 2009 were not on the list.

21. Ahmed represented to at least one investor in 2008 that he was raising money to obtain a money transfer license, which he claimed would prove profitable for Shidaal Express. However, Shidaal Express was operating during this time as an authorized Money Service Business under federal financial regulations and as an agent for a California-licensed money transfer company. As such, Shidaal Express was already engaged in that business and presumably had the appropriate registrations and licenses to do so. During that time, the Defendants were not working on obtaining a California license for Shidaal Express; rather, they were attempting to acquire an interest in another entity and it appears that the Defendants intended to use investors' money to pay the \$500,000 consideration for acquiring that interest instead of obtaining their own license, which was not disclosed to investors.

FIRST CLAIM FOR RELIEF

FRAUD IN THE OFFER OR SALE OF SECURITIES

Violations of Section 17(a) Of the Securities Act

(Against Defendants Shidaal Express and Ahmed)

- 22. The Commission realleges and incorporates by reference paragraphs 1 through 21 above.
- 23. Defendants Ahmed and Shidaal Express, and each of them, by engaging in the conduct described above, directly or indirectly, in the offer or sale of securities by the use of means or instruments of transportation or communication in interstate commerce or by use of the mails:
 - a. with scienter, employed devices, schemes, or artifices to defraud;
 - b. obtained money or property by means of untrue statements of a material fact or by omitting to state a material fact necessary in order to make the

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statements made, in light of the circumstances under which they were made, not misleading; or

- c. engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon the purchaser.
- 24. By engaging in the conduct described above, Defendants Ahmed and Shidaal Express, and each of them, violated, and unless restrained and enjoined will continue to violate, Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

SECOND CLAIM FOR RELIEF

FRAUD IN CONNECTION WITH THE PURCHASE OR SALE OF SECURITIES Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder (Against Defendants Shidaal Express and Ahmed)

- 25. The Commission realleges and incorporates by reference paragraphs 1 through 21 above.
- 26. Defendants Ahmed and Shidaal Express, and each of them, by engaging in the conduct described above, directly or indirectly, in connection with the purchase or sale of a security, by the use of means or instrumentalities of interstate commerce, of the mails, or of the facilities of a national securities exchange, with scienter:
 - a. employed devices, schemes, or artifices to defraud;
 - b. made untrue statements of a material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
 - c. engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon other persons.
- 27. By engaging in the conduct described above, Defendants Ahmed and Shidaal Express, and each of them, violated, and unless restrained and enjoined will continue to violate, Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that the Court:

I.

Issue findings of fact and conclusions of law that Defendant Ahmed and Shidaal Express committed the alleged violations.

II.

Issue judgments, in a form consistent with Rule 65(d) of the Federal Rules of Civil Procedure, temporarily, preliminarily, and permanently enjoining Defendants Ahmed and Shidaal Express, and their officers, agents, servants, employees and attorneys, and those in active concert or participation with any of them, who receive actual notice of the order by personal service or otherwise, and each of them, from violating Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), and Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

III.

Issue, in a form consistent with Rule 65 of the Federal Rules of Civil Procedure, a temporary restraining order and a preliminary injunction freezing the assets of each of the Defendants and any entity affiliated with any of them, prohibiting each of the Defendants from destroying documents, granting expedited discovery, and requiring accountings from each of the Defendants.

IV.

Order the Defendants to disgorge all ill-gotten gains from the illegal conduct alleged herein, together with prejudgment interest thereon.

V.

Order Defendants Ahmed and Shidaal Express to pay civil penalties pursuant to Section 20(d) of the Securities Act, 15 U.S.C. §77t(d) and Section 21(d)(3) of the Exchange Act, 15 U.S.C. §78u(d)(3).

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VI.

Issue, in a form consistent with Fed. R. Civ. P. 65, an order appointing a receiver over Defendant Shidaal Express and the assets thereof.

VII.

Retain jurisdiction of this action in accordance with the principles of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered, or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

VIII.

Grant such other and further relief as this Court may determine to be just and necessary.

DATED: November 18, 2009

David S. Brown

Attorney for Plaintiff

Securities and Exchange Commission

SJS 44 (Rev. 12/07)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

| the civil docket sheet. (SEE IN | NSTRUCTIONS ON THE REVERSE | OF THE FORM.) | | | | |
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| I. (a) PLAINTIFFS | - | | DEFENDANTS ' | - 01 | | |
| SECURITIES AND EXCHANGE COMMISSION | | | SHIDAALEX | SHIDAAL SERESS INC. and MOHAMUD ABDI AHMED | | |
| (b) County of Residence of First Listed Plaintiff (EXCEPT IN U.S. PLAINTIFF CASES) | | | • SOUTHERM | County of Residence of First Listed Defendant San Diego County SOUTHERN ON U.S. PLAINTIFF CASES ONLY) NOTE: IN LAND CONDEMNATION ASES USE THE LOCATION OF THE LAND INVOLVED. | | |
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| (c) Attorney's (Firm Name | e, Address, and Telephone Number) (323) 965-3998 | | Attorneys (If Known) | / | | |
| Securities and Exchange Com | nmission | | 70 C/\ | 1 2610 JM | 260 | |
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| ☐ 120 Marine ☐ 130 Miller Act ☐ 140 Negotiable Instrument | 310 Airplane 315 Airplane Product | 362 Personal Injury - Med. Malpractice 365 Personal Injury - | ☐ 620 Other Food & Drug ☐ 625 Drug Related Seizure of Property 21 USC 881 | □ 422 Appear 28 USC 138 □ 423 Withdrawal 28 USC 157 | 400 State Reapportionment 410 Antitrust 430 Banks and Banking 450 Commerce | |
| ☐ 150 Recovery of Overpayment & Enforcement of Judgment | | Product Liability 368 Asbestos Personal | G 630 Liquor Laws G 640 R.R. & Truck | PROPERTY RIGHTS 820 Copyrights | ☐ 460 Deportation ☐ 470 Racketeer Influenced and | |
| ☐ 151 Medicare Act | ☐ 330 Federal Employers' | Injury Product | ☐ 650 Airline Regs. | ☐ 830 Patent | Corrupt Organizations | |
| ☐ 152 Recovery of Defaulted Student Loans | Liability 340 Marine PE | Liability ERSONAL PROPERTY | 660 Occupational Safety/Health | ☐ 840 Trademark | ☐ 480 Consumer Credit ☐ 490 Cable/Sat TV | |
| (Excl. Veterans) ☐ 153 Recovery of Overpayment | | 370 Other Fraud 371 Truth in Lending | G90 Other LABOR | SOCIAL SECURITY. | ☐ 810 Selective Service 850 Securities/Commodities/ | |
| of Veteran's Benefits 160 Stockholders' Suits | ☐ 350 Motor Vehicle ☐ | 380 Other Personal | ☐ 710 Fair Labor Standards | □ 861 HIA (1395ff) | Exchange | |
| ☐ 190 Other Contract | Product Liability 🗇 | Property Damage 385 Property Damage | Act 720 Labor/Mgmt. Relations | ☐ 862 Black Lung (923) ☐ 863 DIWC/DIWW (405(g)) | 875 Customer Challenge 12 USC 3410 | |
| ☐ 195 Contract Product Liability ☐ 196 Franchise | ☐ 360 Other Personal | Product Liability | 730 Labor/Mgmt.Reporting & Disclosure Act | ☐ 864 SSID Title XVI ☐ 865 RSI (405(g)) | 890 Other Statutory Actions 891 Agricultural Acts | |
| ■ REAL PROPERTY □ 210 Land Condemnation | | SISONER PETITIONS 510 Motions to Vacate | ☐ 740 Railway Labor Act | FEDERAL TAX SUITS | 892 Economic Stabilization Act 893 Environmental Matters | |
| ☐ 220 Foreclosure | 441 Voting 442 Employment | Sentence | ☐ 790 Other Labor Litigation ☐ 791 Empl. Ret. Inc. | or Defendant) | 894 Energy Allocation Act | |
| ☐ 230 Rent Lease & Ejectment ☐ 240 Torts to Land | | Habeas Corpus: 530 General | Security Act | ☐ 871 IRS—Third Party 26 USC 7609 | ☐ 895 Freedom of Information Act | |
| ☐ 245 Tort Product Liability | ☐ 444 Welfare ☐ | 535 Death Penalty | IMMIGRATION | 20 000 7009 | 900Appeal of Fee Determination | |
| ☐ 290 All Other Real Property | | 540 Mandamus & Other 550 Civil Rights | 462 Naturalization Application463 Habeas Corpus - | | Under Equal Access to Justice | |
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| | Cite the U.S. Civil Statute | under which you are fil | ing (Do not cite jurisdictions | γ) | Judgment | |
| VI. CAUSE OF ACTI | ON Brief description of cause: The Complaint alleges | : | | | | |
| VII. REQUESTED IN COMPLAINT: | CHECK IF THIS IS A UNDER F.R.C.P. 23 | CLASS ACTION | DEMAND \$ | AND \$ CHECK YES only if demanded in complaint: JURY DEMAND: | | |
| VIII. RELATED CAS IF ANY | (See instructions): | DGE | | DOCKET NUMBER | , | |
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| FOR OFFICE USE ONLY | | | | | | |
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